## FORM D OMB APPROVAL UNITED STATES OMB Number: 3235-0076 Expires: Estimated aver SECURITIES AND EXCHANGE COMMISSIONERS hours per form Washington, D.C. 20549 JUN 2 0 2002 02037905 FORM D NOTICE OF SALE OF SECURITIES 155 SEC USE ONLY PURSUANT TO REGULATION D, Prefix Serial SECTION 4(6), AND/OR Date Received UNIFORM LIMITED OFFERING EXEMPTION 17278 Name of offering ([] check if this is an amendment and name has changed, and indicate change.) Signature-Metcalfe County Prospect No. 1, a Kentucky General Partnership Filing Under (Check boxes(es) that apply): []Rule 504 []Rule 505 [X]Rule 506 [] Type of Filing: [] New Filing [X] Amendment [x] Final BASIC IDENTIFICATION DATA THOMSON Enter the information requested about the issuer Name of Issuer: ([] check if this is an amendment and name has changed, and indicational) Signature-Metcalfe County Prospect No. 1 Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number Suite 201, 3101 Clays Mill Road, Lexington, Kentucky (Including Area Code) 859-224-0501 Address of Principal Business Operations Telephone Number (Number and Street, City, Sate, Zip Code) (Including Area Code) Brief Description of Business Drilling of three (3) oil wells in Metcalfe County, Kentucky

Type of Business Organization
[ ] corporation [ ] limited partnership, already formed

[X] Other (please specify):

[ ] business trust

[ ] limited partnership to be formed

General partnership

Actual or Estimated Date of Incorporation or Organization:

0 0

Month

2

[X] Actual []Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

Year

Y

## GENERAL INSTRUCTIONS

rederal: Who Must File: All issuers making an offering of securities in reliance eon an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). en to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed led with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the addresses wen below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifty Street, NW, Washington, D.C. 20549 Copies Required: Five (5) copies of this notice must be filed with eh SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuers and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the securities Administration in each state where sales are to be or have been made. If a state requires the payment of a fee as a pecondition to the claim for the exemption, a fee in the property amount shall accompany this form. this notice shall be filed in the support of the states in accordance with the law. The Appendix to the notice constitutes a part of this notice and must be complisted.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of available state exemption unless such exemption is predicated on the filing of federal notice.

### A. BASIC IDENTIFICATION DATA

Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized with the past five years;
  Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  Each executive officer and director of corporate issuers and of corporate general and managing
- partners of partnership issuers; and Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [X] Promoter [] Beneficial Owner [] Executive Officer [] Director [X] General and/or Managing Partner
Full Name (Last name first, if individual) Signature Oil Corporation
Business or Residence Address (Number and Street, City, State, Zip Code) Suite 201, 3101 Clays Mill Road, Lexington, Kentucky 40503
Check Box(es) that Apply: [X ]Promoter [ ]Beneficial Owner [X]Executive Officer [X]Director [ ] General and/or
Full Name (Last name first, if individual) Lynn Wagoner
Business or Residence Address (Number and Street, City, State, Zip Code) Suite 201, 3101 Clays Mill Road, Lexington, Kentucky 40503 Check Box(es) that Apply: [] Promoter {} Beneficial Owner [] Executive Officer {} Director {} General and/o Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or  Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or  Managing Partner:
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director {] General and/or Managing Partners
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partners Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or  Managing Partners
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or  Managing Partners Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

· · · · · · · · · · · · · · · · · · ·			_	E	B. INFORM	ATION AB	OUT OFFE	RING				
1. Has the	issuer s	old, or d	oes the i	ssuer in	tend to s	ell, to 1	non-accre	dited inv	estors i	n this of	fering?	[]Yes [X]No
			Answer	also in	Appendix	, Column	2, if f	iling und	er ULOE.			
2. What is	s the min	nimum inv	restment	that wil	.l be acc	epted fro	om an ind	lividual?				\$11,250.00
3. Does tl	he offer	ing permi	t joint	ownershi	p of a s	ingle un:	it?				[X	] Yes [ ] No
any commiss offering. and/or with	sion or s If a per n a state	similar r son to be or stat	emunerat: e listed es, list	ion for s is an as the nam	solicitat ssociated e of the	ion of population of person of the person of	urchaser or agent or dealer	in conne of a bro	ction wi ker or de e than f	th sales ealer reg ive (5)	of secur istered persons	indirectly, ities in the with the SEC to be listed dealer only.
Full Name	(Last nar	ne first,	if indi	vidual)							···	
Business or	Resider	ice Addre	ss (Numb	er and S	treet, C	ity, Stat	e, Zip C	ode)				•
Name of ass	sociated	Broker o	r Dealer								<del></del>	
States in V	Nhich Per	son List	ed Has S	olicited	or Inter	nds to Sc	licit Pu	rchasers				
(Check	"All Sta	tes" or	check ind	dividual	States)						[]	All States
(AL) [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last nam	ne first.	if indi	vidual)								
Business or				er and S	treet, Ci	ity, Stat	e, Zip C	ode)				
States in W	hich Per	son List	ed Has So	olicited	or Inter	nds to So	licit Pu	rchasers				
(Check	"All Sta	tes" or o	check ind	lividual	States)						[]	All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Name (	Last nam	e first,	if indiv	ridual)						-		
Business or	Residen	ce Addre	ss (Numbe	er and St	reet, Ci	ty, Stat	e, Zip Co	ode)				<u>.</u>
Name of ass	ociated	Broker o	r Dealer							·		
States in W	hich Per	son List	ed Has Sc	olicited	or Inten	ds to So	licit Pur	chasers				
(Check	"All Sta	tes" or o	heck ind	ividual	States)						[]	All States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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" 0	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND Uter the aggregate offering price of securities included in this offering and "if answer is "none" or "zero". If the transaction is an exchange offering columns below the amounts of the securities offered for exchange and alm	the total amoung g, check this bo	t already sold. Enter () and indicate in
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	[] Common [] Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (SpecifyGeneral Partnership)	\$225,000	\$225,000
	Total	\$225,000	\$225,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchand the aggregate dollar amounts of their purchases. For offerings under persons who have purchased securities and the aggregate dollar amount of tenter "0" if answer is "none" or "zero".	Rule 504, indica	te the number of
		Number Investors	Dollar Amount of Purchases
	Accredited Investors Rule 506	14	\$225,000
	Non-accredited investors		\$
	Total (for filings under Rule 504 only		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the informat sold by the issuer, to date, in offerings of the types indicated, in the first sale of securities in this offering. Classify securities by type 1	twelve (12) mon	ths prior to the
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	·security	\$
	Regulation 55		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance an in this offering. exclude amounts relating solely to organization expenses may be given as subject to future contingencies. If the amount of an expense estimate and check the box to the left of the estimate.	s of the issuer.	The information
	Transfer Agent's Fees		1 \$
	Printing and Engraving Costs		\$ 1,500
	Legal Fees	1	\$ 6,000
	Accounting Fees		[] \$ <u>1,000</u>
	Engineering Fees		] \$
	Sales Commissions (specify finders' fees separately)		] \$
	Other Expenses (identify) Geological report, etc		\$ <u>1,500</u>
	Total		\$10,000

4.	C. OFFERING PRICE, NUMB b. Enter the difference between the aggre- total expense furnished in response to P proceeds to the issuer."	art C - Question 4.a. This	response to Part difference is th	e "adjusted gross
5.	Indicate below the amount of the adjusted of the purposes shown. If the amount for to the left of the estimate. The total of issuer set forth in response to part C - G	any purpose is not known, fur the payments listed must equal	nish an estimate	and check the box
			Payments to Officers Directors & Affiliates	Payments to Others
	Salaries and Fees		[]\$	_ []\$
	Purchase of Real Estate		[ } \$	_ []\$
	Purchase, rental or leasing & installa	tion of machinery & equipment	[]\$	[]\$
	Construction or leasing of plat buildi	ngs and facilities	[]\$	_ []\$
	Acquisition of other businesses (inclu involved in this offering that may assets or securities of another issuer	be used in exchange for the	[]\$	_ []\$
	Repayment of Indebtedness		[]\$	_ []\$
	Working Capital		[]\$	_ []\$
	Other (Specify)		[]\$	_ []\$
	Turn Key Drilling Operation	on	[] \$215,000	_ []\$
	Column Totals		[] \$	[]\$
	Total Payments Listed (column totals ac	dded)	[ ] \$ <u>215</u>	5,000
		D. FEDERAL SIGNATURE		
file Secu	issuer has duly caused this notice to be sed Under Rule 505, the following signatur arities and Exchange Commission, upon writt non-accredited investor pursuant to paragr	e constitutes an undertaking en request of its staff, the i	by the issuer to	furnish o the U.S.
Si	suer (Print or Type) gnature-Metcalfe County Prospect No.1 gnature Oil Corporation, General Partner	Signature	Date 6-13-02	2
Na	me of Signer (Print or Type)	Title of Signer (Print or Typ	pe)	
Ly	nn Wagoner	President of Signature Oil Co	orporation	

ATTENTION

International misstatement or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

### E. STATE SIGNATURE

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is flied, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Signature-Metcalfe County Prospect No.1 Signature Oil Corporation, General Partner	Signatus	Date 6-13-02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Lynn Wagoner	President of Signature Oil Corporatio	n

Print the names and title of the signing representative under his signature for the state portion of this form. Once copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signature.

# APPENDIX

1		2 3 4							5		
nn	sell t accre inve (Par	nd to to non- edited stors ct B- m 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of in	Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)						
State	Yes	No	General Partnership 225,000	Number of Accredited Investors	Amount	Number of Non- Accredite dinvestors	Amount	Yes	No		
AL				-							
AK											
AZ											
AR											
CA		x	u	3	\$67,500	-0-					
CO											
CT							_				
DE											
DC											
FL		x	. "	1	\$11,250	-0-					
GA											
HI											
ID											
IL											
IN											
IA		х	"	1	\$11,250	-0-					
KS			<u> </u>								
KY					<u>-</u>						
LA											
ME											
MD											
MA											
MI											
MN											
MS											
МО											

# APPENDIX

1	2		3	3 4					
-	Intend to sell to non- accredited investors (Part B- Item 1)		Type of security and aggregate offering price offered in state (Part C- Item 1)	Type of in	Disqualification under state ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	General Partnership 225,000	Number of Accredited Investors	Amount	Number of Non- Accredite dinvestors	Amount	Yes	No
MT									
NE									
NV		ж	W	1	\$11,250	-0-			
NH									
NJ	-								
NM									
NY		-							
NC		х	"	1	\$11,250	-0-			
ND									
ОН		х	"	1	\$11,250	-0-			
OK		x	"	2	\$22,500	-0-			
OR									
PA									
RI	_								
SC							_		
SD									
TN									
TX		х	"	2	\$22,500	-0-			
UT									
VT								-	
VA		х	"	1	\$11,250	-0-			
WA		х	···	1	\$56,250	-0-			
WV									
MI									
WY									
PR									

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